



Cal eConnect Board of Directors Meeting
May 7, 2010 9:30am – 12:30pm

AGENDA

9:30 – 10:30 Executive Session

Open Session

10:30 – 10:40 Welcome and update

Don Crane

- Approval of 4/8/2010 Board meeting minutes – Attachment 1
- New Board Member- Ralph Silber, Community Health Center Network – Attachment 2
- State planning grant submission
- RHITC

10:40 – 11:10 Board business – Action Required

Don Crane

- Election of Board Secretary
- Review and Approval of By-Laws - Attachment 3
- Review and Approval of Conflict of Interest Policy – Attachment 4
- Board member nominating committee
- Workgroups
- CEO criteria weighting
- State FY 2011 budget – Attachment 5

11:10 – 11:30 SSA review – Action Required

David Lansky

- Summary - Attachment 6

11:30 – 11:45 Communications Update

Karen Hunt

11:45 – 12:00 Future Meeting Schedule

David Lansky

- 2010 Meeting Calendar – Attachment 7
- Retreat June 4, 8am – 4pm

12:00 – 12:30 General Discussion/Public Comment

Don Crane

Cal eConnect Board Meeting Minutes
April 8, 2010 8am – 10am

Attendees:

Board

Don Crane (Co-chair)
David Lansky (Co-chair)
Bill Beighe
Brennan Cassidy, MD
Marge Ginsburg
Ron Jimenez, MD
David Joyner
Howard Kahn

Staff

Alana Ketchel (Cal eConnect)
Cathie Markow (Cal eConnect)
Leesa Tori (Cal eConnect)

Guests

Lynn Barr
Allen Briskin
Jonah Frohlich
Gerry Hinkley

The meeting of the Board of Directors of Cal eConnect was held via conference call on April 8, 2010. A quorum for the transaction of business was present at all times. Don Crane called the meeting to order.

The March 25, 2010 minutes were approved as written.

Board Business

1. Review of bylaws

Gerry Hinkley and Allen Briskin were introduced as the Cal eConnect legal representatives. Mr. Briskin highlighted key elements of the bylaws, including:

- The Board of Directors is the sole party in charge of governance, the corporation has no members.
- The bylaws provide for an initial Board composed of 9 individuals, and specify that during this interim period, the Board can add additional directors up to 18, choosing from the list of positions that were defined in the Operational Plan.
- There will be at least 10 Board meetings per year, generally held monthly with the potential for special meetings.
- Directors may not vote by delegate. A quorum for a vote is considered at least 50% of the directors present.
- The Board of Directors can ask directors to disclose conflicts.
- The corporation will have both committees and workgroups. Committees make decisions on behalf of Board in areas where the bylaws delegate responsibilities vs. workgroups that act in an advisory capacity. Committees are composed exclusively of board members.

The board members were asked to review bylaws and identify any concerns or questions. The Board will be asked to adopt the bylaws formally at the next meeting.

The bylaws will be modified to reflect that going forward the board can have either co-chairs or single chair.

Interim CEO and CFO

The Board unanimously approved a motion to appoint Charlie Quaid as interim CFO and David Lansky and Don Crane as Co-CEOs.

CEO Search

David Lansky reviewed the process for identifying and vetting candidates for the CEO position and announced that Morgan Consulting had been engaged to assist in the process.

Board members were asked to forward candidates by April 12th and to let staff know who they were contacting so staff could track and help to minimize duplicate efforts.

Board members will be invited to participate in interviews with the finalists at the beginning of May.

Dr Cassidy expressed concern that we were not using a national search firm to identify candidates, expressing that there might be a perception of favoritism if candidates were all being identified by board members. Other board members responded that the job description will be distributed publicly and nationally and it is important that board members be accountable for identifying the best qualified candidates.

It was discussed that the individual should have a good knowledge of the California model and market as well as strong technical knowledge. In addition, they should have a history of success in an entrepreneurial environment.

The Board requested that staff and management proceed as described in the plan.

Rural Health Information Technology Consortia (RHITC)

Lynn Barr presented a proposal for Cal eConnect to include the RHITC work under its auspices. RHITC is not a formal entity and cannot accept funds and is therefore looking for an “organizational home”.

The board discussed funding needs and potential alignment with Cal eConnect mission. Staff were requested to do additional due diligence especially regarding the financial obligations. A follow up meeting will be scheduled within 2 weeks. Lynn Barr will share RHITC’s strategic plan with the Board.

State Planning Grant

The proposed budget and statement of work for the planning grant were reviewed with the board. The board unanimously approved authorization for management to conclude the negotiations with the state.

Agreements to support execution of planning grant

- PBGH Shared Resources – PBGH will provide staffing and other resources to manage the development of the Implementation Plan for executing on the Operational Plan and to support the development of Cal eConnect as a viable business organization. The Board unanimously approved the motion that the executive team move forward with completing the negotiations. David Lansky abstained from voting.

- California eHealth Collaborative (CAeHC) - CAeHC will help develop critical elements of the Implementation Plan relating to technical architecture, provision of HIE services and development of a finance and sustainability model. The Board voted unanimously to authorize the executive team to complete the contract negotiations. David Lansky abstained from voting.

Resolution

The following resolution was unanimously approved by the Board:

RESOLVED: the Executive Committee of the Board is hereby authorized and directed, on behalf of the Corporation,

A. to negotiate and finalize with the appropriate parties, in the Executive Committee's discretion, the following agreements:

1. one or more agreements and ancillary documents with the State of California and its subdivisions for purposes of implementing the award to the State by the federal Department of Health and Human Services of an HIE Cooperative Program Agreement by designating the Corporation as the "state designated entity" thereunder and providing funding to the Corporation in support of its activities as such state designated entity and for purposes related thereto; and

2. any number of agreements and purchase orders with suppliers and vendors to the Corporation selected by the Executive Committee in its discretion to provide goods and services necessary and proper to support the performance of the Corporation's obligations as the state designated entity and otherwise to carry out the business operations of the Corporation in the ordinary course;

B. to designate and authorize such officers of the Corporation as the executive committee determines appropriate in its discretion to execute such agreements and other documents on behalf of the Corporation.

RESOLVED FURTHER: The actions and omissions to act of the Executive Committee and the officers so designated in furtherance of the foregoing resolution are ratified and approved in all respects.

General Discussion/Public Comment

Steven Henry from UnitedHealthcare provided details regarding the bond offering to help fund 10 critical access hospitals supported by the RHITC proposal. When UnitedHealthcare merged with Pacificare there was an agreement with the state there would be support for providers serving the underserved population in California.

There were no additional comments.

Closing

The Board requested that more in-depth education on the Operational Plan and RHITC initiative be provided. Staff will set up webinars.

Meeting Adjourned at 10 am.

Ralph Silber

Biography

Ralph Silber has a Masters degree from UC Berkeley in Public Health, with a concentration in health policy and planning. He has more than twenty-five years experience in community health, primary care, and health policy. For almost twenty years, he has served as the Executive Director of the Alameda Health Consortium, the association of eight non-profit community health centers in Alameda County, California. He is also the Chief Executive Officer of the Community Health Center Network, a managed care and practice management organization with more than 42,000 managed care members.

Mr. Silber is a founding member of the Board of Directors of the California Primary Care Association and a member of the Legislative Committee of the National Association of Community Health Centers. He has served on numerous government advisory committees at the federal, state, and county levels and has delivered presentations at numerous national conferences. He has held research and teaching positions at both UC Berkeley and Stanford. He has authored articles in the American Journal of Public Health and Medical Care.

BYLAWS
OF
CAL eCONNECT, INC.

A California Nonprofit Public Benefit Corporation

These are the Bylaws of the Cal eConnect, Inc., a California nonprofit public benefit corporation (the “Corporation”).

1. Purposes.

The Corporation and all of its business and other activities are to be operated and conducted in the promotion of its charitable purposes as specified in its Articles of Incorporation; and in the conduct of its affairs the management shall at all times be mindful of these charitable objects and purposes.

2. Members.

The Corporation shall have no members as defined in Section 5056 of the California Corporations Code.

3. Board Of Directors.

3.1 Powers. Subject to any limitations set forth in the Corporation’s Articles of Incorporation or under applicable laws, all powers of the Corporation shall be exercised by or under authority of, its property controlled and its affairs conducted and managed by, the Board of Directors (or “Board”).

3.2 Initial Board of Directors.

(a) Number of Initial Directors. The Corporation’s initial Board of Directors (the “Initial Board”) shall be composed of not less than nine (9) nor more than eighteen (18) Directors. The exact number of Directors, within such limits, shall be determined from time to time by the Initial Board. No reduction in the number of Directors serving on the Initial Board shall have the effect of removing any Director prior to the expiration of his or her term of office.

(b) Qualifications of Initial Directors. Each Director serving on the Initial Board shall be elected to serve in one (1) of the positions described as Positions E through U in Section 3.3(b) (Number and Qualifications of Directors).

(c) Term of Initial Board. The Initial Board shall remain in office until the first subsequent Board of Directors takes office as described in Section 3.3 (Subsequent Boards of Directors).

(d) Vacancies on Initial Board. Any vacancy on the Initial Board shall be filled by the Initial Board in accordance with Section 3.2(b) (Qualifications of Initial Directors).

(e) Construction and Interpretation. Except as provided otherwise in this Section 3.2 (Initial Board of Directors), the Initial Board shall be governed by the other Sections of this Section 3 (Board of Directors).

3.3 Subsequent Boards of Directors.

(a) First Board Following Initial Board. The first Board of Directors that shall follow the Initial Board shall take office upon the adoption of a resolution of the Initial Board providing therefor.

(b) Number and Qualifications of Directors. The Corporation's Board of Directors shall be composed of twenty two (22) members, including Elected Directors and Ex-Officio Directors (as defined below), each of whom shall serve in one of the positions specified below:

<u>Position</u>	<u>Selection and/or Qualifications</u>
A	The Secretary of California Health and Human Services or his or her designee
B	The Chair of the California Senate Committee on Health or his or her designee
C	The Chair of the California Assembly Committee on Health or his or her designee
D	A individual designated by the Secretary of California Health and Human Services or his or her designee and then serving as an administrator of an agency of the State of California
E	The individual then serving as the Chief Executive Officer of the Corporation
F	The individual then serving as the Chair of the Board of the Corporation or, if the Corporation has Co-Chairs as described in Section 4.1 (<u>Offices, Generally</u>), one of the Co-Chairs
G	If the Corporation has Co-Chairs as described in Section 4.1 (<u>Offices, Generally</u>), the individual then serving as the Co-Chair and not serving in Position F, or if the Corporation does not have Co-Chairs, an individual selected by the Board of Directors
H	An individual who is a consumer of health care services
I	An individual who is a consumer of health care services and has expertise in privacy and security of health information
J	An individual who is representative of an employer that pays for health care services provided to its employees
K	An individual engaged in the operation of a health information exchange organization
L	An individual engaged in the operation of a health information exchange organization

<u>Position</u>	<u>Selection and/or Qualifications</u>
M	An individual engaged in the operation a commercial health plan
N	An individual engaged in the operation of a public health plan
O	An individual engaged in the operation of a private hospital
P	An individual engaged in the operation of a public hospital
Q	An individual engaged in the representation of organized labor
R	A physician engaged in independent medical practice
S	A physician engaged in medical practice through a medical group
T	An officer of a local public health agency
U	An individual engaged in the operation of a safety net clinic

(c) Limitation on Number of Directors Who Are Government Employees.

Notwithstanding anything to the contrary in Section 3.3(b) (Number and Qualifications of Directors), a majority of the Directors serving on the Board shall be persons who are not employees of the State of California or any agency or political subdivision thereof.

(d) Ex-Officio Directors. The Directors serving in Positions A through E, inclusive, shall be designated as “Ex-Officio Directors.”

(e) Elected Directors. All Directors who are not Ex-Officio Directors shall be “Elected Directors.”

(f) Powers and Responsibilities. Ex-Officio Directors and Elected Directors shall each have the same voting rights, powers and responsibilities. In these Bylaws, the term “Director” shall be construed to refer to any Ex-Officio Director or Elected Director, unless the context specifically provides otherwise.

(g) Election of Directors. Elected Directors shall be elected by the Board of Directors at its annual Organization Meeting.

3.4 Terms of Office. An Ex-Officio Director’s term of office shall continue through and until the Director ceases to satisfy all the applicable qualifications for that position. An Elected Director’s term of office shall be two (2) years expiring at the annual Organization Meeting of the Board at which such Elected Director’s successor is elected, and shall continue until such successor has been qualified; provided, however, that the term of office of an Elected Director designated to fill a vacancy shall be as set forth in Section 3.5(a) (Elected Directors); and provided, further, that the terms of office of the first Board of Directors serving pursuant to Section 3.3 (Subsequent Boards of Directors) shall be staggered as follows: the initial term of office of approximately one-half (1/2) of the Elected Directors one (1) year, and the initial term of the remaining Elected Directors shall be two (2) years, and in each case until a successor has been designated and qualified. The staggering of terms shall be determined by lot. An Elected Director may be re-elected to serve any number of consecutive or non-consecutive terms.

3.5 Vacancies.

(a) Filling of Vacancies, Generally. Vacancies among the Ex-Officio Directors shall be filled in accordance with Section 3.3(b) (Number and Qualifications of Directors). Vacancies among the Elected Directors shall be filled by the Board of Directors. Each Elected Director so designated to fill a vacancy shall hold office for the remainder of his or her predecessor's unexpired term and until the designation and qualification of his or her successor.

(b) Reductions in Number of Directors. No reduction in the number of Elected Directors shall have the effect of removing any Elected Director prior to the expiration of his or her term of office.

3.6 Interested Directors. Not more than forty nine percent (49%) of the persons serving on the Board of Directors, whether as an Ex-Officio Director or an Elected Director, at any time may be "interested persons." An "interested person" is: (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section 3.6 (Interested Directors) shall not affect the validity or enforceability of any transaction entered into by the Corporation.

3.7 Place of Meetings. All meetings of the Directors shall be held at the office of the Corporation in the State of California or at such other place as may be designated for that purpose from time to time by the Board of Directors.

3.8 Organization Meeting. An Organization Meeting of the Board of Directors shall be held during the month of June of each year, upon notice given in accordance with Section 3.11 (Notice of Meetings). At each Organization Meeting, Directors shall be elected to fill seats of Elected Directors whose terms are then expiring and Officers of the Corporation shall be elected.

3.9 Regular Meetings. The Board of Directors shall hold at least ten (10) regular meetings during each fiscal year of the Corporation, upon notice given in accordance with Section 3.11 (Notice of Meetings).

3.10 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or either of the Co-Chairs or upon the request of four (4) of the Directors then in office, upon notice given in accordance with Section 3.11 (Notice of Meetings). The party calling such special meeting shall determine the date and time thereof. The Secretary shall issue notice of such special meeting in accordance with Section 3.11 (Notice of Meetings).

3.11 Notice of Meetings. Written notice of the time and place of any meeting of the Board of Directors shall be delivered personally to each Director or communicated to each Director by telephone, telegraph, facsimile, electronic mail message, or United States Mail, charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of the Corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail

at least fourteen (14) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it shall be so delivered at least forty eight (48) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due, legal and personal notice to such Director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a system. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting

3.12 Quorum; Act of Directors. Unless a greater vote is required by the California Nonprofit Public Benefit Corporation Law, at all meetings of the Board of Directors one-half (1/2) of the number of Directors then in office, including at least the Chair or one of the Co-Chairs, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors. Notwithstanding the foregoing, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by a number of Directors equal to the required majority to fulfill the initial quorum of that meeting. Directors may not vote by proxy or participate or vote in any meeting through a delegate or other designee.

3.13 Action By Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

3.14 Participation in Meetings by Telephone or Electronic Communication. Each Director may participate in any meeting of the Board of Directors through the use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through the use of conference telephone pursuant to this Section 3.14 (Participation in Meeting by Telephone or Other Electronic Communication) constitutes presence in person at such meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this 3.14 (Participation in Meeting by Telephone or Other Electronic Communication) constitutes presence in person at such meeting, if (i) each Director participating in the meeting can communicate with all of the other Directors concurrently, (ii) each Director is provided the means of participating in all matters before the Board of Directors, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation, and (iii) the Corporation adopts and implements a means of verifying that (A) a Person participating in the meeting is a Director or other Person entitled to participate in the meeting, and (B) all actions of, or votes by, the Board of Directors are taken or cast only by the Directors and not by Persons who are not Directors.

3.15 Removal of Directors for Cause. The Board, by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present, may declare vacant the office of

any Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Public Benefit Corporation Law (dealing with standard of conduct of directors). In addition, unless excused by the Chair or a Co-Chair or the Secretary, any Director who is absent from three (3) consecutive Board of Directors meetings may be removed from office by a majority vote of the Directors then in office at a regular or special meeting of the Board of Directors at which a quorum is present.

3.16 Compensation of Directors. Unless otherwise determined by resolution of the Board of Directors, Directors shall serve without compensation by the Corporation for their services as a Director; provided, without limiting the foregoing, that the Board of Directors may adopt a policy pursuant to which the Corporation would pay reasonable compensation to Directors for their participation in meetings of the Board when such participation without compensation would cause hardship for such Directors. Notwithstanding the foregoing, Directors may receive reasonable reimbursement for expenses incurred in the performance of their responsibilities as Directors, if and to the extent fixed or determined by resolution of the Board of Directors. Notwithstanding the foregoing, in the event that any Director is compensated for his or her services to the Corporation, the amount of such compensation shall be reasonable and shall not exceed the fair market value for comparable services in the area.

3.17 Duality or Possible Conflict of Interest. No Director shall vote upon or otherwise use his or her personal influence to affect the outcome of any action by the Board of Directors with respect to any matter as to which such Director has any duality or possible conflict of interest. The Board of Directors shall adopt and maintain a statement of policy concerning Directors with any duality or possible conflict of interest. This statement of policy shall be reviewed annually and updated where necessary or appropriate to the end that Directors shall disclose and handle matters relating to duality or possible conflicts of interest in a manner that satisfies high legal and ethical standards.

4. Officers.

4.1 Offices, Generally. The Corporation shall have the following officers of the Board of Directors: a Chair of the Board or two (2) Co-Chairs of the Board, a President, and a Secretary. The Corporation shall also have the following Executive Officers: a Chief Executive Officer, a Chief Financial Officer, and such other officers as may be appointed by the Board of Directors. Each Executive Officer shall serve subject to and in accordance with the terms and conditions of a written employment or other engagement agreement between that individual and the Corporation.

4.2 Co-Chairs of the Board. The Chair of the Board (the “Chair”) or the Co-Chairs of the Board (“Co-Chairs”), shall preside at all meetings of the Board of Directors, and shall exercise and perform such other powers and duties as may be from time to time assigned to them by the Board of Directors or prescribed by these Bylaws. No individual serving as the Chair or as a Co-Chair shall serve concurrently as the Secretary. In the event of the absence or disability the Chair or of both of the Co-Chairs, the Secretary shall serve as acting Chair of the Board of Directors until such time as the Board of Directors elects a new Chair or Co-Chairs.

4.3 President. The President shall be the general manager and chief executive officer of the Corporation at any time that the Corporation does not have a Chief Executive Officer as described in

Section 4.5 (Chief Executive Officer). The President shall also exercise and perform such other powers and duties as may be from time to time assigned to the President by the Board of Directors or prescribed by these Bylaws.

4.4 Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of the Board of Directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the committees and working groups required by these Bylaws or by law to be given, shall keep the seal of the Corporation (if any) in safe custody, and shall have such other powers and responsibilities as may be prescribed by the Board of Directors and these Bylaws.

4.5 Chief Executive Officer. The Chief Executive Officer shall, subject to the terms and conditions of the employment or other engagement agreement applicable thereto, exercise general supervision, direction, and control of the business and affairs of the Corporation. The Chief Executive Officer shall have the general powers and duties of management necessary to manage the operation of a corporation and shall have such other powers and responsibilities as may be prescribed by the Board of Directors and by these Bylaws. The individual serving as the Chief Executive Officer shall not serve concurrently as the Secretary or the Chief Financial Officer.

4.6 Chief Financial Officer. The Chief Financial Officer shall, subject to the terms and conditions of the employment or other engagement agreement applicable thereto, keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statement. The books of account shall be open to inspection by any Director at any reasonable time. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors. The Chief Financial Officer shall report directly to both the Chief Executive Officer and the Board of Directors. Without limiting the foregoing, the Chief Financial Officer shall render to the Chief Executive Officer and any of the Directors, whenever they request it, an account of all his transactions as Chief Financial Officer and of the financial condition, comparing approved budget line items to the receipts and expenditures for the current period, as well as the year to date.

4.7 Election of Officers; Removal and Replacement. The Corporation's officers of the Board of Directors shall be elected by the Board of Directors at its Annual Meeting, and shall serve until the next Annual Meeting of the Board and his or her successor is elected and qualifies to serve. An individual may be elected to serve any number of consecutive or non-consecutive terms as an officer of the Board of Directors. All officers of the Board of Directors shall serve at the pleasure of the Board of Directors, which may remove and replace any officer or all officers at any time with or without cause. The Corporation's Executive Officers shall serve, and be subject to removal and replacement, subject to and in accordance with the terms and conditions of the employment or other engagement agreement applicable thereto.

5. Committees and Working Groups.

5.1 Standing and Special Committees. The Corporation shall have such standing committees as the Board of Directors may from time to time establish. In addition, the Board of Directors may establish such special committees as it may determine to be appropriate.

5.2 Specified Committees. Without limiting Section 5.1 (Standing and Special Committees), the Corporation shall have the following standing committees: Executive Committee, Finance Committee, and Audit Committee.

(a) Executive Committee. The Executive Committee shall be composed of a number of Directors to be determined from time to time by the Board of Directors. The Executive Committee shall be authorized to exercise, between meetings of the Board of Directors, the powers of the Board of Directors, except for those powers described in Section 5.5 (Delegation of Authority). All members of the Executive Committee shall be Directors.

(b) Finance Committee. The Finance Committee shall be composed of a number of Directors to be determined from time to time by the Board of Directors. The Finance Committee shall prepare all budgets of the Corporation, study financial requirements for all projects and other activities of the Corporation, and review insurance programs, and shall perform such other responsibilities as may be given to the committee by the Board of Directors from time to time.

(c) Audit Committee. The Audit Committee shall be composed of a number of Directors and non-Directors to be determined from time to time by the Board of Directors, subject to the following limitations: (i) a majority of the members of the Audit Committee shall not consist of members of the Finance Committee; (ii) the chair of the Audit Committee shall not be a member of the Finance Committee; (iii) the Audit Committee shall not include any employee of the Corporation, including without limitation the President, the Chief Executive Officer or the Chief Financial Officer; (iv) the Audit Committee shall not include any person who has a material financial interest in any organization doing business with the Corporation or any person who does business with the Corporation; and (v) members of the Audit Committee who are not Directors shall not receive compensation from the Corporation that is in the aggregate greater than the compensation paid to Directors pursuant to Section 3.16 (Compensation of Directors). The Audit Committee shall (i) recommend to the Board of Directors the retention and, when appropriate, the termination of the independent certified public accountant to serve as auditor of the Corporation; (ii) negotiate the compensation of such auditor; (iii) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the Corporation are in order; (iv) review and determine whether to accept each audit; (v) approve the performance of any non-audit services provided to the Corporation by the auditor or the auditor's firm; and (vi) perform such other responsibilities as may be given to the committee by the Board of Directors from time to time.

5.3 Working Groups. The Corporation shall have such working groups as the Board of Directors or its designee may from time to time determine to be appropriate.

5.4 Appointment of Members of Committees. Members of committees shall serve one (1) year terms, at the pleasure of the Board. All standing and special committees shall consist of three (3) or more Directors. No person who is not a Director may serve as a voting member on any committee

that is authorized to exercise the powers of the Board of Directors. Any standing or special committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, and any such committee may be designated a “standing committee” or by such other name as the Board of Directors shall specify. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Chair or the Co-Chairs shall designate one (1) member of each committee to serve as chair of such committee. The Board of Directors shall have the power to prescribe the manner in which the proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

5.5 Delegation of Authority. The Board of Directors shall be permitted to delegate to its standing and special committees any of the authority of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board of Directors or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (h) The approval of any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law or successor provision.

5.6 Appointment of Members of Working Groups. Members of working groups shall serve one (1) year terms, at the pleasure of the Board or the Board’s designee. All working groups shall consist of three (3) or more individuals selected by the Board or the Board’s designee. Individuals who serve on a working group may be Directors or non-Directors. The Chair or the Co-Chairs, or their respective designees, shall designate one (1) or more member(s) of each working group to serve as chair(s) of such working group. The Board of Directors or the Board’s designee shall have the power to prescribe the manner in which the proceedings of any such working group shall be conducted. In the absence of any such prescription, such working group shall have the power to prescribe the manner in

which its proceedings shall be conducted. Unless the Board of Directors, the Board's designee or such working group shall otherwise decide, the regular and special meetings and other actions of any such working group shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each working group.

6. General Provisions.

6.1 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation, and any and all securities owned or held by the Corporation requiring signature for the transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

6.2 Execution of Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract, execute any contract, or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

6.3 Fiscal Year. The fiscal year of the Corporation shall be as selected by the Board of Directors.

7. Indemnification. The Corporation shall indemnify agents of the Corporation as set forth in the Corporation's Articles of Incorporation.

8. Payments or Loans Made to Officers, Directors or Other Employees.

8.1 Authority to Make Loans. The Corporation shall not authorize any loan of money or property to or guarantee the obligation of any officer, Director or employee of the Corporation except in accordance with the provisions of Section 5236 of the Corporations Code. Any transaction which does not meet the requirements of Section 5236 shall be subject to Section 5237 of the Corporations Code.

8.2 Reimbursement to Corporation of Amounts Disavowed by Internal Revenue Service.
Any payments heretofore or hereafter made to or for a Director, officer or employee of the Corporation such as salary, commission, bonus, interest, rent, loans, advances, entertainment expense incurred by him, or any other expenses deemed personal rather than corporate, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service or Franchise Tax Board shall be reimbursed by such person to the Corporation to the full extent of such disallowance.

8.3 Duty to Enforce Payment. It shall be the duty of the Directors, acting through the Board of Directors, to enforce payment of each such amount loaned or disallowed. In lieu of payment by such person, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Corporation has been recovered.

9. Corporate Records and Reports

9.1 Records. The Corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties and shall maintain minutes of the proceedings of the Board of Directors. All such books, records and accounts shall be kept at the Corporation's principal executive office in the State of California, as fixed by the Board of Directors from time to time.

9.2 Inspection of Books and Records. All books and records provided for in Section 6310 of the Corporations Code shall be open to inspection by the Directors from time to time and in the manner provided in said Section 6310 through 6313.

9.3 Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's principal executive office and shall be open to inspection by the Directors, at all reasonable times during office hours, as provided in Section 5160 of the Corporations Code.

9.4 Annual Statement of General Information. Within ninety (90) days after the date of incorporation and annually thereafter, the Officers of the Corporation shall prepare and file with the California Secretary of State a statement setting forth the information as requested by the California Secretary of State.

9.5 Annual Report. The Board of Directors shall cause an annual report to be prepared and sent to all Directors and others to be designated by the Board of Directors no later than one hundred twenty (120) days after the close of the fiscal year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law now in effect and as it may hereafter be amended.

10. Amendments.

10.1 Amendment by Board. These Bylaws may be amended or repealed, and new Bylaws may be adopted, only by a vote of an affirmative majority of the Directors at a meeting at which a quorum initially is present.

10.2 Record of Amendments. Whenever a new Bylaw or amendment thereto is adopted, it shall be included in the Corporation's minute book with the original Bylaws. If any Bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the Corporation's minute book with the original Bylaws.



BYLAWS
OF
CAL eCONNECT, INC.

A California Nonprofit Public Benefit Corporation

Certificate of Secretary

The undersigned hereby certifies that he or she is the duly appointed and acting secretary of Cal eConnect, Inc., and that the foregoing Bylaws, consisting of twelve (12) pages (exclusive of any cover sheet, table of contents and this Certificate of Secretary) were duly adopted as of _____, 2010, and that they constitute the corporate Bylaws of said Corporation in effect as of this date.

Dated: _____, 2010

Secretary

Cal eConnect

CONFLICTS OF INTEREST POLICY, PROCEDURE & DISCLOSURE

Introduction

Cal eConnect, a California nonprofit corporation (“Cal eConnect”), and its directors and officers are dedicated to serving the interests of Californians in the most honorable and ethical manner possible. One of Cal eConnect’s responsibilities is to provide assurance to the public that Cal eConnect’s debates, decision-making and governance are conducted solely to accomplish Cal eConnect’s purposes and not to benefit other persons or businesses. Among the duties of Cal eConnect’s “Officials” (defined in Section B of this Policy) is a duty of loyalty – to place the best interests of Cal eConnect uppermost when acting on Cal eConnect’s behalf. This duty of loyalty, or “fiduciary” duty, encompasses the obligation to avoid or disclose any “other interests” that could dilute, diminish or divide an Official’s unqualified loyalty and complete commitment to Cal eConnect. Where such interests exist or even appear to exist, they are “conflicts of interest” that Cal eConnect is responsible to identify, manage and assure that they do not interfere with proper governance.

A. Summary of Policy

Cal eConnect’s policy is to require that all Cal eConnect Officials disclose “Other Interests” (as defined in Section C of this Policy) at least once each year or more frequently if Other Interests arise. In turn, Cal eConnect’s Board of Directors, or delegated representatives of the Board of Directors (in either case, the “Board of Directors” or “Board”), are required to review those disclosures and to decide upon the appropriate response to the information disclosed, in accordance with Cal eConnect’s procedures for doing so. It is expected that, in most cases, the proper corrective measure will be disclosure of the Other Interests to the Board of Directors. In some cases, however, the Official may be asked to “recuse” himself or herself from – to refrain from participating in – debate or resolution of matters in which the Official has Other Interests. In unusual cases, the Official may be asked to resign from his or her leadership position in Cal eConnect.

B. Application of Policy

This Policy applies to officers, directors, senior employees and senior volunteers (individually and collectively, “Officials”) of Cal eConnect.

C. Disclosure of Other Interests

Each Official shall disclose any and all of the following (individually and collectively, “Other Interests”) to the Board of Directors:

(1) An ownership, employment, volunteer or agency interest or involvement in an enterprise, commercial entity or nonprofit organization that is engaged in conducting, facilitating or promoting the electronic exchange of health information, including without limitation one that competes with Cal eConnect;

(2) An ownership, employment, volunteer or agency interest or involvement in an enterprise, commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to Cal eConnect;

(3) A position as spokesperson, consultant or employee or agent for an enterprise, commercial entity or nonprofit organization that advances opposing or adverse public policy positions from those of Cal eConnect;

(4) An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that is a healthcare provider, a third party payor for healthcare services, or any other provider or user of health information;

(5) An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that is a developer, provider or vendor of health information technology;

(6) An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that provides consulting services in healthcare management or other related healthcare services;

(7) An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that receives funding or other support from Cal eConnect;

(8) Any of the other interests identified in Section (C)(1) through (7) of this Policy held by a spouse, registered domestic partner, parent or dependent child of the Official.

D. Timing of Disclosure

The Board of Directors shall require each Official to disclose all Other Interests annually ("Annual Disclosure"). Each Official shall provide the Annual Disclosure when requested by the Board of Directors. In addition, each Official shall during the year disclose any additional Other Interest that was not disclosed in the most recent Annual Disclosure if and when that Other Interest arises or becomes known, or if and when any previously disclosed Other Interest changes materially. Annual Disclosures and other disclosures shall be made in writing and on the form attached to this Policy ("Disclosure Form"). Officials should feel free to provide additional information as appropriate.

E. Contents of Disclosure

Each disclosure by an Official shall provide sufficient information about each Other Interest to permit an evaluation of what effect that interest may have on the Official's participation in Cal eConnect's governance. Any confidential information should be clearly marked as such on the disclosure. Cal eConnect shall use reasonable efforts to maintain the confidentiality of confidential information. However, if confidentiality precludes the Board of Directors from fairly evaluating the disclosure, the Board shall respond accordingly in its recommendation on the corrective measures.

F. Corrective Measures

It is Cal eConnect's prerogative and responsibility, and not that of the disclosing Official, to make determinations regarding corrective measures that are appropriate with respect to Other Interests. Among the corrective measures available to be recommended are the following:

(1) **Disclosure to the Board of Directors:** In most cases, it is expected that the possibility of subjectivity or bias will be sufficiently offset by disclosing the Other Interest to the entire Board of Directors. The Board will be expected to take the individual's Other Interests into consideration when discussions, debates or decisions occur. Cal eConnect, the Board and the Official shall all have fully discharged their duties.

(2) **Recusal:** In some cases, it may be determined that the avoidance of conflicts of interest, or even the mere appearance of conflicts of interest, will dictate that the Official with Other Interests avoid discussions, debates, and decision-making on subjects related to the Other Interests. The Official will remain an Official, but shall withdraw from portions of meetings, decision-making and/or other activities appropriately.

(3) **Resignation:** There may be situations, expected to be rare, in which Board of Directors will determine that the Official's Other Interests are so extensive or pervasive that the Official's involvement in discussions, debates or decision-making will be adversely affected. In such cases, the Official shall be asked to resign. If resignation is not forthcoming, the Board shall decide upon alternatives consistent with Cal eConnect's Bylaws and applicable laws.

G. Procedures

The appropriate steps in implementing this Policy are the following:

(1) **Annual disclosure:** Officials shall be required to complete the Disclosure Form annually. Officials shall submit additional Disclosure Forms at other times if and when previously undisclosed Other Interests arise or become known, or when previously disclosed Other Interests change materially.

(2) **Review, evaluation, and recommendation:** Representatives of the Board of Directors appointed by any Chair or Co-Chair of the Board ("Reviewing Body"), shall review all disclosures made by Officials. An Official may be asked to provide additional information as a result of this review. If the Reviewing Body determines that no action is required, no action shall be taken. If the Reviewing Body determines that disclosure to the Board is the appropriate corrective measure, that disclosure shall be made with notice to the Official. If the Reviewing Body recommends other or additional corrective measures, the matter shall come before the Board of Directors.

(3) **Review and Decision by Board of Directors:** The Board of Directors shall make the final determination of the appropriate corrective action to be recommended to the Official and any subsequent action or procedures that may become appropriate.

H. Gifts, Gratuities and Entertainment

Accepting gifts, entertainment and other favors from individuals, entities or organizations described in Section C of this Policy may also result in a conflict or duality of interest when the party providing the gift, entertainment or favor does so under circumstances in which it might be inferred that such action was intended to influence or possibly would influence the Official in the performance of his or duties for Cal eConnect. Officials shall not accept such gifts, entertainment or other favors. This rule does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Cal eConnect.

I. Questions

Any questions regarding this Policy should be directed to the Chair or any Co-Chair of the Board.



Cal eConnect

DISCLOSURE OF OTHER INTERESTS (Disclosure Form)

As an Official of Cal eConnect, I recognize that Cal eConnect must provide for bias-free governance and that I owe a duty of loyalty to Cal eConnect. One aspect of fulfilling my duty is to avoid or disclose "Other Interests" (as defined in Cal eConnect's Conflicts of Interest Policy and Procedure). I am therefore disclosing the following Other Interests. I will provide further information if requested and will cooperate with any review and evaluation of these matters undertaken by or on behalf of Cal eConnect.

1. An ownership, employment, volunteer or agency interest or involvement in an enterprise, commercial entity or nonprofit organization that is engaged in conducting, facilitating or promoting the electronic exchange of health information, including without limitation one that competes with Cal eConnect:

2. An ownership, employment, volunteer or agency interest or involvement in an enterprise, commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to Cal eConnect:

3. A position as spokesperson, consultant or employee or agent for an enterprise, commercial entity or nonprofit organization that advances opposing or adverse public policy positions from those of Cal eConnect:

4. An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that is a healthcare provider, a third party payor for healthcare services, or any other provider or user of health information:

5. An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that is a developer, provider or vendor of health information technology:

6. An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that provides consulting services in healthcare management or other related healthcare services:

7. An ownership, employment, volunteer or agency interest or involvement with an enterprise, commercial entity or nonprofit organization that receives funding or other support from Cal eConnect:

8. Any interests set forth in Sections 1 through 8 of this Disclosure Form held by my spouse, registered domestic partner, parent, or dependent child:

Please use additional sheets or attached explanatory documents if appropriate.

Please indicate whether any information provided here is requested to be kept confidential by Cal eConnect.

This information is accurate and complete to the best of my ability.

Date: _____

Signature

Type or Print Name

Title or Position for Cal eConnect

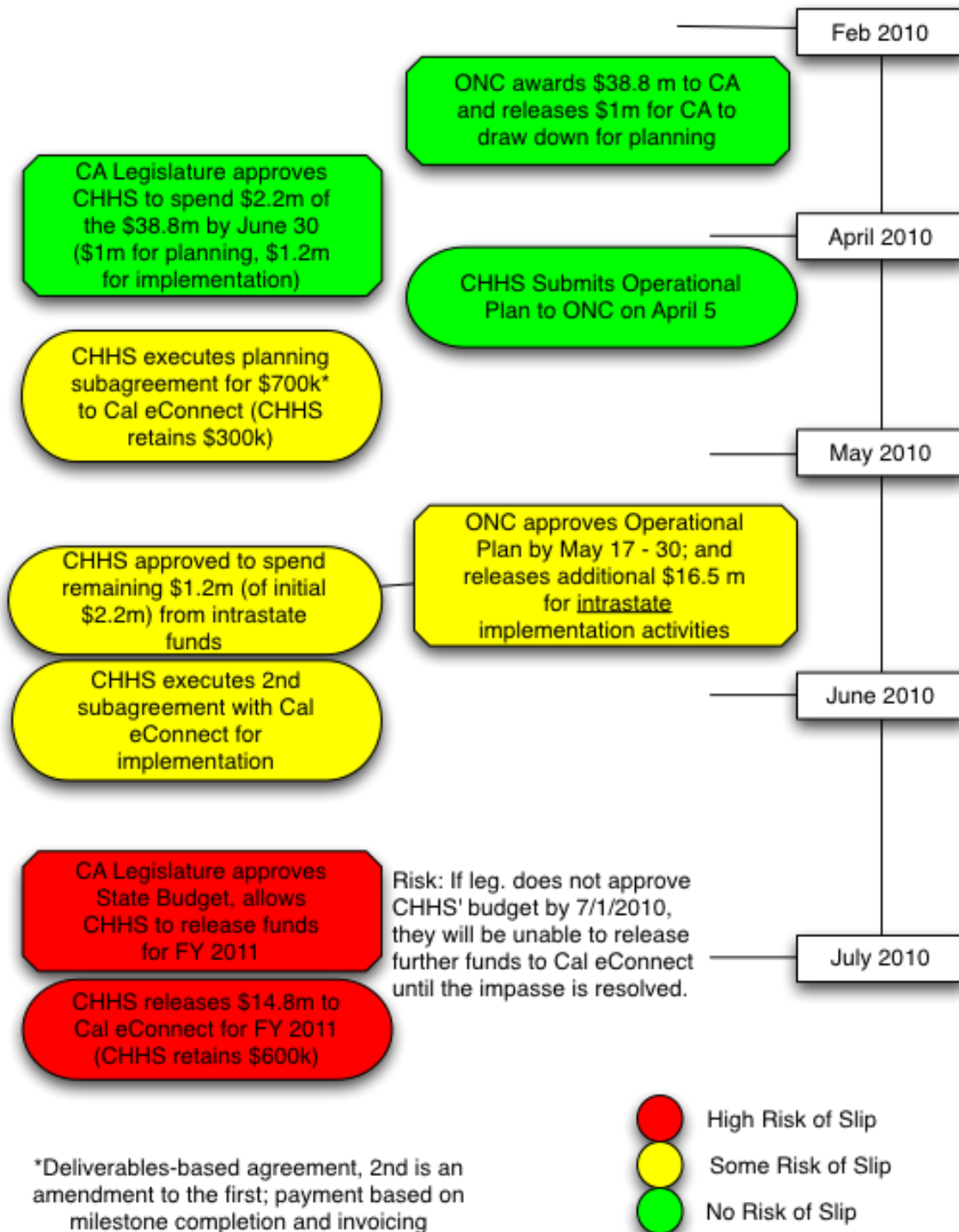
Cal eConnect management concerns re: FY2011 California state budget

Background

The grant funding for the HIE governance entity originated as funding from ONC to the state, in order for the state to distribute the funds they must either be in an approved state fiscal budget or be approved through a legislative appropriations process. The planning grant funding plus up to an additional \$1.16 were authorized by the State through the appropriations process since the federal grant was awarded mid year. The rest of the federal funds may only be distributed to Cal eConnect once they have been included in an approved California State budget for fiscal year 2011 that begins July 1, 2010.

The State of California has a history of delays in approving their annual budget, causing delays in payment to entities reliant on the State for funds. Cal eConnect may not be able to receive state funds after June 30, 2010 until the legislature and the governor approve the California state budget for FY 2011 that begins July 1, 2010 e.g when the implementation grant is expected to begin. The diagram below depicts the flow of the grant funds that may be made available by the State for supporting our work. It is our goal to have our implementation plan and budget approved by CHHS by mid June so that once the State budget is approved, CHHS will be able to release funds to Cal eConnect. In order to manage our cash flow should there be a delay in passing the budget Cal eConnect is beginning to develop a contingency plan.

Flow of Dollars from CA HIE Cooperative Agreement



Cal eConnect Scenario

The delay for approving the state budget could be a month, or like 2009, could occur in February (8 month delay) As an example of the potential impact on Cal eConnect, we assumed that there is a 6 month delay and that the state does not have an approved FY 2011 budget until December 2010, the following is a scenario that we could be faced with:

- Cal eConnect may have up to \$1.16M in available state funds for operations during July – December 2010 (assuming ONC approves the State's Strategic and Operational plans and releases federal funding beyond the 1 million in planning funds)
- The organization will continue to be housed at PBGH through December
- The CEO will be the only Cal eConnect employee
- PBGH shared resources and contractors will provide staff to support the ongoing work
- The process to recruit permanent staff will begin, but no staff will be hired until the budget is approved
- RFPs for shared services will be released and preferred vendors identified, but no contracts will be executed until the budget is approved.
- Monthly Board of Directors meetings will continue
- 4 Workgroups meeting in person once, bi-weekly conference calls

Cal eConnect Proposed Budget

if 6 month delay in State

Budget Approval

		% total
Cal eConnect Personnel	\$172,917	15.0%
Contract staff and services	\$903,257	78.6%
Meetings	\$44,910	3.9%
Travel	\$4,600	0.4%
Mileage	\$2,100	0.2%
Supplies	\$5,625	0.5%
Other	\$15,600	1.4%
Grand Total	\$1,149,009	

- **Impact** The delay in funding will significantly delay Cal eConnect's ability to complete the work that is being outlined in the business model and implementation plan. We will not be able to provide grants nor begin to build out the shared services. We will continue to work with the workgroups to develop policy and procedures.

Considerations for discussion

- What are implications for offering core HIE services if budget agreement is delayed until 12/10 or longer?
- What are implications for retaining high quality staff?
- What are implications for CEO recruitment and contract terms?
- Are there other financing options to maintain program effort during budget delay?
- How should we communicate with various audiences during possible budget delay – especially hospitals and doctors looking for HIE shared services?
- Does possibility of delay affect work plan or priorities?
- What are the implications for receiving future funding from the state and/or federal government if we are not able to meet our deliverables defined in the implementation plan?

SSA Project Description

Note: Cal eConnect is investigating the feasibility of incorporating this project into its portfolio.

Project Background

CalRHIO was awarded a \$1,625,000 one-year project with the Social Security Administration (SSA) that will leverage health information technology to improve the time it takes to process disability claims.

The project is designed to partner with California medical providers to automate both the authorized request and receipt of data.

Participating providers will be able to receive a standardized electronic request for records from the SSA along with a patient's authorization using the National Health Information Network (NHIN). They will be able to respond electronically with structured medical information through a Continuity of Care Document (CCD). The goal is to significantly shorten the time it takes to make a disability decision and improve the speed, accuracy, and efficiency of the disability program.

Who are project partners?

- El Camino Hospital
- Santa Clara Valley Health and Hospital System
- Greater Newport Physicians
- Medicity

Review

Analysis of the project was performed by Rim Cothren, Cognsante who submitted the following recommendations:

- Delay Start as late as possible, at least to the end of July and potentially until end of September.
- Ensure project is coordinated with implementation of other services.
- Discuss alternatives for Proposed Routing of Requests with SSA as funded pilot.
- Discuss using this project to develop Model for NHIN Routing with ONC as funded pilot
- Explore reusing Medicity's NHIN connectivity for other exchanges, or consider replacing with CONNECT.
- Consider developing translation / transformation capabilities as stand-alone core services that can be reused.
- Consider developing XDS document repository capability as a stand-alone core service that can be reused.
- Develop sustainability model in conjunction with overall sustainability plan.

Staff Recommendation

After careful consideration Cal eConnect staff recommends that it would not be prudent for Cal eConnect to take over this contract at this time for the following reasons:

1. Timing
 - Cal eConnect is already faced with an aggressive schedule for providing services to support providers achieving meaningful use. The first 2 deliverables of the SSA grant do not leverage the core work and could be a distraction.
 - State budget process – Cal eConnect cash flow is directly tied to the State budget process. There is a strong possibility that we will have limited cash flow for a period of time until the State budget is approved. This will impact our ability to execute the necessary procurements to build out the core services needed to support both core HIE capabilities and the SSA grant.
2. Lack of clarity of requirements
 - Potential need to capture and store PHI – the requirement that the CCR messages be captured and stored for a period of time requires capabilities that are outside of Cal eConnects model and will require significant policy/procedure effort in addition to architecture set-up.
 - Ability to leverage investment – it is unclear that the work covered under the SSA grant will be scalable.
3. Infrastructure to manage a federal contract – the infrastructure to support the reporting and management requirements necessary for executing a federal grant is significant.

Attachment 7

**Cal eConnect Board of Directors
2010 Meeting Calendar**

Cal eConnect board meetings will be the first Friday of each month from 9:30 to 12:30pm. It is requested that Board members make every attempt to attend in-person.

Meeting Date	Time	In-person/Teleconference
May 7, 2010	9:30am – 12:30pm	In-person, CHCF, Oakland
June 4, 2010 – Board Retreat	8:00am – 4:00pm	In-person, San Francisco/Oakland
July 2, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland
August 6, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland
September 3, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland
October 8, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland
November 5, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland
December 3, 2010	9:30am – 12:30pm	In-person, San Francisco/Oakland